

MAR 21 1995 - 3:00 PM

ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of March 21, 1995, between AKF CORP., a Delaware corporation (the "Transferor"), and ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferee"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Asset Transfer Agreement (as defined below).

WHEREAS: the Transferee and the Transferor have entered into an Asset Transfer Agreement, dated as of the date hereof (the "Asset Transfer Agreement"), in connection with the sale of, among other things, the special purpose covered hopper and tank railcars described on Schedule 1 (the "Equipment"), subject to the Leases (as defined below), from the Transferor to the Transferee for consideration in the amount and on the terms and conditions provided in the Asset Transfer Agreement; and

WHEREAS: the parties now desire to carry out the intent and purpose of the Asset Transfer Agreement by, among other things, the parties' execution and delivery of this instrument evidencing the assignment by the Transferor of all of its rights, title and interest in and to the Leases to the extent they relate to the Equipment to the Transferee and the assumption by the Transferee of all of the Transferor's obligations under the Leases to the same extent.

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. For purposes of this Agreement, "Leases" means all current leases of any one or more railcars included in the Equipment and all other contracts for use of any one or more railcars included in the Equipment more specifically described on Schedule 1, including, without limitation, all extensions, renewals, supplements and modifications of any of the foregoing. If any of the Leases (including, without limitation, any master lease) shall include both Equipment and railcars not part of the Equipment, then such Leases shall be subject to this Agreement only to the extent they cover Equipment; and for purposes of this Agreement, the term Lease shall mean a lease (including without limitation, the provisions of any master lease) only insofar as such lease applies to Equipment subject to this Agreement.

2. Effective as of the date hereof, the Transferor hereby sells, transfers, assigns, conveys, grants and sets over to the Transferee, its successors and assigns forever, all of the Transferor's rights, title and interest as of such date in and to the Leases, as fully and entirely as the same would have been held and enjoyed by the Transferor as if this assignment had not been made.

3. Effective as of the date hereof, the Transferee accepts, assumes, takes over and succeeds to all of the Transferor's rights, title and interest as of such date in and to the Leases, and the Transferee hereby covenants and agrees to discharge,

perform and comply with, and to be bound by, all the terms, conditions, provisions, obligations, covenants and duties of the Transferor under the Leases (but only to the extent it relates to the period from and after the date hereof), as if the Transferee were an original party thereto.

4. The Transferor hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of the Transferee, the Transferor will promptly and duly execute and deliver, or cause to be executed and delivered, to the Transferee all such further instruments and take all such further action as may be reasonably requested by the Transferee to more effectively sell, transfer, assign, convey, grant and set over the Leases to the Transferee.

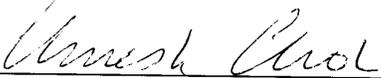
5. The Transferee hereby covenants and agrees that, at the request and expense of the Transferor, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by the Transferor to assume the Leases or to release the Transferor and its affiliates from their obligations under or on account of the Leases so long as such release will not prejudice the Transferee's rights, title and interest in and to the Leases.

6. This instrument shall be binding upon the Transferee and the Transferor, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.

7. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption Agreement to be executed in Earth City, Missouri, by their duly authorized officers as of the date first above written.

AKF CORP.

By: 

Name: Umesh Choksi
Title: Senior Vice President

ACF INDUSTRIES, INCORPORATED

By: 

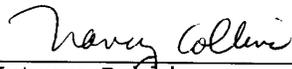
Name: James C. Bates
Title: Vice President and Chief
Financial Officer

[Signature Page to Assignment and Assumption Agreement]

STATE OF MISSOURI)
) ss. :
COUNTY OF ST. LOUIS)

On this 17th day of March, 1995, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is Senior Vice President of AKF Corp., that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NANCY COLLINS
NOTARY PUBLIC - STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES AUG. 2, 1996

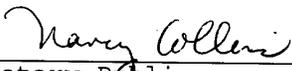


Notary Public

STATE OF MISSOURI)
) ss. :
COUNTY OF ST. LOUIS)

On this 17th day of March, 1995, before me, personally appeared James C. Bates to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is Vice President and Chief Financial Officer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NANCY COLLINS
NOTARY PUBLIC - STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES AUG. 2, 1996



Notary Public

SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex X hereto.

DESCRIPTION OF LEASES

Each of the user leases or lease schedules or riders with the contract rider number and the named lessee set forth in Annex Y hereto insofar as it relates to the covered hopper and tank railcars with the car numbers set forth on Annex Y hereto.

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ANNEX X

ACFX	38500	ACFX	38755	ACFX	39212
ACFX	38501	ACFX	38756	ACFX	39213
ACFX	38502	ACFX	38757	ACFX	39214
ACFX	38503	ACFX	38758	ACFX	39215
ACFX	38504	ACFX	38759	ACFX	39216
ACFX	38505	ACFX	38760	ACFX	39217
ACFX	38506	ACFX	38761	ACFX	39218
ACFX	38507	ACFX	38776	ACFX	39219
ACFX	38508	ACFX	38777	ACFX	39220
ACFX	38509	ACFX	38778	ACFX	39221
ACFX	38510	ACFX	38779	ACFX	39222
ACFX	38511	ACFX	38780	ACFX	39223
ACFX	38512	ACFX	38781	ACFX	39224
ACFX	38513	ACFX	38782	ACFX	39225
ACFX	38514	ACFX	38783	ACFX	39226
ACFX	38515	ACFX	38784	ACFX	39227
ACFX	38516	ACFX	38785	ACFX	39228
ACFX	38517	ACFX	38912	ACFX	39229
ACFX	38518	ACFX	38913	ACFX	39230
ACFX	38545	ACFX	38914	ACFX	39231
ACFX	38551	ACFX	38915	ACFX	39232
ACFX	38554	ACFX	38916	ACFX	39233
ACFX	38562	ACFX	38917	ACFX	39234
ACFX	38573	ACFX	38918	ACFX	39235
ACFX	38575	ACFX	38922	ACFX	39236
ACFX	38581	ACFX	38923	ACFX	39237
ACFX	38582	ACFX	38927	ACFX	39238
ACFX	38585	ACFX	38928	ACFX	39239
ACFX	38590	ACFX	38931	ACFX	39240
ACFX	38601	ACFX	38932	ACFX	39241
ACFX	38603	ACFX	38934	ACFX	39242
ACFX	38604	ACFX	38935	ACFX	39343
ACFX	38611	ACFX	38936	ACFX	39344
ACFX	38615	ACFX	38937	ACFX	39345
ACFX	38625	ACFX	39196	ACFX	40301
ACFX	38632	ACFX	39197	ACFX	40302
ACFX	38640	ACFX	39198	ACFX	40303
ACFX	38646	ACFX	39199	ACFX	40304
ACFX	38654	ACFX	39200	ACFX	40325
ACFX	38657	ACFX	39201	ACFX	40326
ACFX	38660	ACFX	39202	ACFX	40327
ACFX	38662	ACFX	39203	ACFX	51150
ACFX	38663	ACFX	39204	ACFX	51151
ACFX	38666	ACFX	39205	ACFX	51153
ACFX	38674	ACFX	39206	ACFX	51154
ACFX	38678	ACFX	39207	ACFX	51155
ACFX	38679	ACFX	39208	ACFX	51156
ACFX	38752	ACFX	39209	ACFX	51157
ACFX	38753	ACFX	39210	ACFX	51159
ACFX	38754	ACFX	39211	ACFX	51160

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ANNEX X

ACFX	51161	ACFX	71174	ACFX	76858
ACFX	59959	ACFX	71175	ACFX	76859
ACFX	59960	ACFX	71176	ACFX	76860
ACFX	59961	ACFX	71177	ACFX	76861
ACFX	59962	ACFX	71178	ACFX	76862
ACFX	59963	ACFX	71179	ACFX	76863
ACFX	59964	ACFX	71180	ACFX	76864
ACFX	59965	ACFX	71181	ACFX	76865
ACFX	59986	ACFX	71182	ACFX	76866
ACFX	59987	ACFX	71184	ACFX	76867
ACFX	59988	ACFX	71185	ACFX	76868
ACFX	59989	ACFX	71186	ACFX	76869
ACFX	59990	ACFX	76737	ACFX	76870
ACFX	71103	ACFX	76739	ACFX	76871
ACFX	71104	ACFX	76740	ACFX	76872
ACFX	71105	ACFX	76746	ACFX	76873
ACFX	71106	ACFX	76758	ACFX	76874
ACFX	71107	ACFX	76759	ACFX	76875
ACFX	71108	ACFX	76760	ACFX	76876
ACFX	71109	ACFX	76827	ACFX	76907
ACFX	71110	ACFX	76828	ACFX	76908
ACFX	71111	ACFX	76829	ACFX	76915
ACFX	71112	ACFX	76830	272	Cars
ACFX	71113	ACFX	76831		
ACFX	71114	ACFX	76832		
ACFX	71115	ACFX	76833		
ACFX	71117	ACFX	76834		
ACFX	71118	ACFX	76835		
ACFX	71119	ACFX	76836		
ACFX	71121	ACFX	76837		
ACFX	71122	ACFX	76838		
ACFX	71123	ACFX	76839		
ACFX	71124	ACFX	76840		
ACFX	71125	ACFX	76841		
ACFX	71126	ACFX	76842		
ACFX	71127	ACFX	76843		
ACFX	71128	ACFX	76844		
ACFX	71129	ACFX	76845		
ACFX	71162	ACFX	76846		
ACFX	71163	ACFX	76847		
ACFX	71164	ACFX	76848		
ACFX	71165	ACFX	76849		
ACFX	71166	ACFX	76850		
ACFX	71167	ACFX	76851		
ACFX	71168	ACFX	76852		
ACFX	71169	ACFX	76853		
ACFX	71170	ACFX	76854		
ACFX	71171	ACFX	76855		
ACFX	71172	ACFX	76856		
ACFX	71173	ACFX	76857		

ANNEX Y

LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
9	9 ASARCO SULFURIC ACID SALES	5987	ACFX 76758	T	1985	06/01/94	05/31/97	3
		5987	ACFX 76759	T	1985	06/01/94	05/31/97	
		5987	ACFX 76760	T	1985	06/01/94	05/31/97	
10	10 ALLIED-SIGNAL, INC.	62110170	ACFX 71182	T	1985	05/01/94	04/30/97	2
		62110170	ACFX 71186	T	1985	05/01/94	04/30/97	
18	18 FINA OIL AND CHEMICAL COMPANY	58570012	ACFX 38500	H	1985	03/01/93	02/28/95	19
		58570012	ACFX 38501	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38502	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38503	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38504	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38505	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38506	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38507	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38508	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38509	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38510	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38511	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38512	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38513	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38514	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38515	H	1984	03/01/93	02/28/95	
		58570012	ACFX 38516	H	1985	03/01/93	02/28/95	
		58570012	ACFX 38517	H	1985	03/01/93	02/28/95	
58570012	ACFX 38518	H	1985	03/01/93	02/28/95			
30	30 ASHLAND OIL AND CHEMICAL COMPANY	3726	ACFX 71103	T	1985	03/01/92	09/30/95	9
		3726	ACFX 71106	T	1985	03/01/92	09/30/95	
		3726	ACFX 71108	T	1985	03/01/92	09/30/95	
		3726	ACFX 71111	T	1985	03/01/92	09/30/95	
		3726	ACFX 71113	T	1985	03/01/92	09/30/95	
		3726	ACFX 71114	T	1985	03/01/92	09/30/95	
		3726	ACFX 71124	T	1985	03/01/92	09/30/95	
		3726	ACFX 71170	T	1985	03/01/92	09/30/95	
		3726	ACFX 71178	T	1985	03/01/92	09/30/95	
30	30 ASHLAND OIL, INC.	99660144	ACFX 76737	T	1984	04/01/94	03/31/99	9
		99660144	ACFX 76739	T	1985	04/01/94	03/31/99	

56 BORDEN PACKAGING & INDUSTRIAL PROD

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ANNEX Y

LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	56BORDEN PACKAGING & INDUSTRIAL PROD	99660144	ACFX 76740	T	1985	04/01/94	03/31/99	4
	154 DOW CHEMICAL COMPANY THE	99660144	ACFX 76746	T	1985	04/01/94	03/31/99	
	154 DOW CHEMICAL COMPANY THE	00100B	ACFX 38654	H	1985	10/01/94	03/31/95	1
	263 OCCIDENTAL CHEMICAL CORPORATION	48860032	ACFX 38752	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38753	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38754	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38755	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38756	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38757	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38758	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38759	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38760	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38761	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38776	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38777	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38778	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38779	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38780	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38781	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38782	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38783	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38784	H	1985	05/01/90	04/30/95	
		48860032	ACFX 38785	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38545	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38554	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38573	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38582	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38585	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38601	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38603	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38611	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38625	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38632	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38640	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38646	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38657	H	1985	05/01/90	04/30/95	
		48860074	ACFX 38660	H	1985	05/01/90	04/30/95	

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	263 OCCIDENTAL CHEMICAL CORPORATION							
	315 LEVER BROS CO	3773	71184	T	1985	12/01/90	11/30/95	40
	315 LEVER BROS CO	3773	71185	T	1985	12/01/90	11/30/95	
	464 PROCTER & GAMBLE MFG COMPANY							
	315 LEVER BROS CO	96750211	59959	H	1985	06/01/90	05/31/95	2
	464 PROCTER & GAMBLE MFG COMPANY	96750211	59960	H	1985	06/01/90	05/31/95	
		96750211	59961	H	1985	06/01/90	05/31/95	
		96750211	59962	H	1985	06/01/90	05/31/95	
		96750211	59963	H	1985	06/01/90	05/31/95	
		96750211	59964	H	1985	06/01/90	05/31/95	
		96750211	59965	H	1985	06/01/90	05/31/95	
		96750213	51153	H	1985	10/01/90	09/30/95	
		96750213	51155	H	1985	10/01/90	09/30/95	
		96750213	51156	H	1985	10/01/90	09/30/95	
		96750213	51159	H	1985	10/01/90	09/30/95	
		96750213	51161	H	1985	10/01/90	09/30/95	
		96750228	51154	H	1985	10/01/90	09/30/95	
		96750228	51157	H	1985	10/01/90	09/30/95	
		96750228	51160	H	1985	10/01/90	09/30/95	
		96750522	59986	H	1985	06/01/90	05/31/95	
		96750522	59987	H	1985	06/01/90	05/31/95	
		96750522	59988	H	1985	06/01/90	05/31/95	
		96750522	59989	H	1985	06/01/90	05/31/95	
		96750522	59990	H	1985	06/01/90	05/31/95	
		96750523	51150	H	1985	10/01/90	09/30/95	
		96750523	51151	H	1985	10/01/90	09/30/95	
	464 PROCTER & GAMBLE MFG COMPANY							
	538 NOVACOR CHEMICALS LTD.							
		5455	71104	T	1985	02/01/91	01/31/96	22
		5455	71105	T	1985	02/01/91	01/31/96	
		5455	71107	T	1985	02/01/91	01/31/96	
		5455	71109	T	1985	02/01/91	01/31/96	
		5455	71110	T	1985	02/01/91	01/31/96	
		5455	71112	T	1985	02/01/91	01/31/96	

ANNEX Y

LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
5455		5455	ACFX 71115	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71117	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71118	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71119	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71121	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71122	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71123	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71125	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71126	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71127	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71128	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71129	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71162	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71163	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71164	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71165	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71166	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71167	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71168	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71169	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71171	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71172	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71173	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71174	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71175	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71176	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71177	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71179	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71180	T	1985	02/01/91	01/31/96	
5455		5455	ACFX 71181	T	1985	02/01/91	01/31/96	
538	NOVACOR CHEMICALS LTD.							
543	CHEVRON U.S.A. PRODUCTS COMPANY							
4379		4379	ACFX 38912	H	1985	10/01/92	09/30/97	
4379		4379	ACFX 38913	H	1985	10/01/92	09/30/97	
4379		4379	ACFX 38914	H	1985	10/01/92	09/30/97	
4379		4379	ACFX 38915	H	1985	10/01/92	09/30/97	
4379		4379	ACFX 38916	H	1985	10/01/92	09/30/97	
4379		4379	ACFX 38917	H	1985	10/01/92	09/30/97	
4379		4379	ACFX 38918	H	1985	10/01/92	09/30/97	
4379		4379	ACFX 38922	H	1985	10/01/92	09/30/97	

ANNEX Y

LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
4379	ACFX	38923	H	1985	10/01/92	09/30/97		
4379	ACFX	38927	H	1985	10/01/92	09/30/97		
4379	ACFX	38928	H	1985	10/01/92	09/30/97		
4379	ACFX	38931	H	1985	10/01/92	09/30/97		
4379	ACFX	38932	H	1985	10/01/92	09/30/97		
4379	ACFX	38934	H	1985	10/01/92	09/30/97		
4379	ACFX	38935	H	1985	10/01/92	09/30/97		
4379	ACFX	38936	H	1985	10/01/92	09/30/97		
4379	ACFX	38937	H	1985	10/01/92	09/30/97		
5840	ACFX	38551	H	1985	05/01/93	04/30/96		
5840	ACFX	38575	H	1985	05/01/93	04/30/96		
5840	ACFX	38581	H	1985	05/01/93	04/30/96		
5840	ACFX	38590	H	1985	05/01/93	04/30/96		
5840	ACFX	38604	H	1985	05/01/93	04/30/96		
5840	ACFX	38615	H	1985	05/01/93	04/30/96		
543 CHEVRON U.S.A. PRODUCTS COMPANY								
601 QUANTUM CHEMICAL CORPORATION								
3712	ACFX	39196	H	1985	11/01/90	10/31/95		
3712	ACFX	39197	H	1985	11/01/90	10/31/95		
3712	ACFX	39198	H	1985	11/01/90	10/31/95		
3712	ACFX	39199	H	1985	11/01/90	10/31/95		
3712	ACFX	39200	H	1985	11/01/90	10/31/95		
3712	ACFX	39201	H	1985	11/01/90	10/31/95		
3712	ACFX	39202	H	1985	11/01/90	10/31/95		
3712	ACFX	39203	H	1985	11/01/90	10/31/95		
3712	ACFX	39204	H	1985	11/01/90	10/31/95		
3712	ACFX	39205	H	1985	11/01/90	10/31/95		
3712	ACFX	39206	H	1985	11/01/90	10/31/95		
3712	ACFX	39207	H	1985	11/01/90	10/31/95		
3712	ACFX	39208	H	1985	11/01/90	10/31/95		
3712	ACFX	39209	H	1985	11/01/90	10/31/95		
3712	ACFX	39210	H	1985	11/01/90	10/31/95		
3712	ACFX	39211	H	1985	11/01/90	10/31/95		
3712	ACFX	39212	H	1985	11/01/90	10/31/95		
3712	ACFX	39213	H	1985	11/01/90	10/31/95		
3712	ACFX	39214	H	1985	11/01/90	10/31/95		
3712	ACFX	39215	H	1985	11/01/90	10/31/95		
3712	ACFX	39216	H	1985	11/01/90	10/31/95		
3712	ACFX	39217	H	1985	11/01/90	10/31/95		
3712	ACFX	39218	H	1985	11/01/90	10/31/95		

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
601 QUANTUM CHEMICAL CORPORATION		3712	ACFX 39219	H	1985	11/01/90	10/31/95	
		3712	ACFX 39220	H	1985	11/01/90	10/31/95	
		3712	ACFX 39221	H	1985	11/01/90	10/31/95	
		3712	ACFX 39222	H	1985	11/01/90	10/31/95	
		3712	ACFX 39223	H	1985	11/01/90	10/31/95	
		3712	ACFX 39224	H	1985	11/01/90	10/31/95	
		3712	ACFX 39225	H	1985	11/01/90	10/31/95	
		3712	ACFX 39226	H	1985	11/01/90	10/31/95	
		3712	ACFX 39227	H	1985	11/01/90	10/31/95	
		3712	ACFX 39228	H	1985	11/01/90	10/31/95	
		3712	ACFX 39229	H	1985	11/01/90	10/31/95	
		3712	ACFX 39230	H	1985	11/01/90	10/31/95	
		3712	ACFX 39231	H	1985	11/01/90	10/31/95	
		3712	ACFX 39232	H	1985	11/01/90	10/31/95	
		3712	ACFX 39233	H	1985	11/01/90	10/31/95	
		3712	ACFX 39234	H	1985	11/01/90	10/31/95	
		3712	ACFX 39235	H	1985	11/01/90	10/31/95	
		3712	ACFX 39236	H	1985	11/01/90	10/31/95	
		3712	ACFX 39237	H	1985	11/01/90	10/31/95	
		3712	ACFX 39238	H	1985	11/01/90	10/31/95	
		3712	ACFX 39239	H	1985	11/01/90	10/31/95	
		3712	ACFX 39240	H	1985	11/01/90	10/31/95	
		3712	ACFX 39241	H	1985	11/01/90	10/31/95	
		3712	ACFX 39242	H	1985	11/01/90	10/31/95	
		3749	ACFX 40301	H	1985	01/01/91	12/31/95	
		3749	ACFX 40302	H	1985	01/01/91	12/31/95	
		3749	ACFX 40303	H	1985	01/01/91	12/31/95	
		3749	ACFX 40304	H	1985	01/01/91	12/31/95	
		3749	ACFX 40325	H	1985	01/01/91	12/31/95	
		3749	ACFX 40326	H	1985	01/01/91	12/31/95	
		3749	ACFX 40327	H	1985	01/01/91	12/31/95	
		3751	ACFX 39343	H	1985	11/01/85	10/31/95	
		3751	ACFX 39344	H	1985	11/01/85	10/31/95	
		3751	ACFX 39345	H	1985	11/01/85	10/31/95	
667 WITCO CORPORATION		68740156	ACFX 76827	T	1985	05/01/85	04/30/97	
		68740156	ACFX 76828	T	1985	05/01/85	04/30/97	
		68740156	ACFX 76829	T	1985	05/01/85	04/30/97	
		68740156	ACFX 76830	T	1985	05/01/85	04/30/97	

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
68740156	ACFX	76831	T	1985	05/01/85	04/30/97		
68740156	ACFX	76832	T	1985	05/01/85	04/30/97		
68740156	ACFX	76833	T	1985	05/01/85	04/30/97		
68740156	ACFX	76834	T	1985	05/01/85	04/30/97		
68740156	ACFX	76835	T	1985	05/01/85	04/30/97		
68740156	ACFX	76836	T	1985	05/01/85	04/30/97		
68740156	ACFX	76837	T	1985	05/01/85	04/30/97		
68740156	ACFX	76838	T	1985	05/01/85	04/30/97		
68740156	ACFX	76839	T	1985	05/01/85	04/30/97		
68740156	ACFX	76840	T	1985	05/01/85	04/30/97		
68740156	ACFX	76841	T	1985	05/01/85	04/30/97		
68740156	ACFX	76842	T	1985	05/01/85	04/30/97		
68740156	ACFX	76843	T	1985	05/01/85	04/30/97		
68740156	ACFX	76844	T	1985	05/01/85	04/30/97		
68740156	ACFX	76845	T	1985	05/01/85	04/30/97		
68740156	ACFX	76846	T	1985	05/01/85	04/30/97		
68740156	ACFX	76847	T	1985	05/01/85	04/30/97		
68740156	ACFX	76848	T	1985	05/01/85	04/30/97		
68740156	ACFX	76849	T	1985	05/01/85	04/30/97		
68740156	ACFX	76850	T	1985	05/01/85	04/30/97		
68740156	ACFX	76851	T	1985	05/01/85	04/30/97		
68740156	ACFX	76852	T	1985	05/01/85	04/30/97		
68740156	ACFX	76853	T	1985	05/01/85	04/30/97		
68740156	ACFX	76854	T	1985	05/01/85	04/30/97		
68740156	ACFX	76855	T	1985	05/01/85	04/30/97		
68740156	ACFX	76856	T	1985	05/01/85	04/30/97		
68740156	ACFX	76857	T	1985	05/01/85	04/30/97		
68740156	ACFX	76858	T	1985	05/01/85	04/30/97		
68740156	ACFX	76859	T	1985	05/01/85	04/30/97		
68740156	ACFX	76860	T	1985	05/01/85	04/30/97		
68740156	ACFX	76861	T	1985	05/01/85	04/30/97		
68740156	ACFX	76862	T	1985	05/01/85	04/30/97		
68740156	ACFX	76863	T	1985	05/01/85	04/30/97		
68740156	ACFX	76864	T	1985	05/01/85	04/30/97		
68740156	ACFX	76865	T	1985	05/01/85	04/30/97		
68740156	ACFX	76866	T	1985	05/01/85	04/30/97		
68740156	ACFX	76867	T	1985	05/01/85	04/30/97		
68740156	ACFX	76868	T	1985	05/01/85	04/30/97		
68740156	ACFX	76869	T	1985	05/01/85	04/30/97		

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	667 WITCO CORPORATION	68740156	ACFX 76870	T	1985	05/01/85	04/30/97	50
	1224 B. F. GOODRICH COMPANY	68740156	ACFX 76871	T	1985	05/01/85	04/30/97	1
	1224 B. F. GOODRICH COMPANY	68740156	ACFX 76872	T	1985	05/01/85	04/30/97	3
	1406 OSMOSE WOOD PRESERVING, INC.	68740156	ACFX 76873	T	1985	05/01/85	04/30/97	272
		68740156	ACFX 76874	T	1985	05/01/85	04/30/97	
		68740156	ACFX 76875	T	1985	05/01/85	04/30/97	
		68740156	ACFX 76876	T	1985	05/01/85	04/30/97	
	667 WITCO CORPORATION	58540008	ACFX 38562	H	1985	09/01/94	08/31/99	
	1224 B. F. GOODRICH COMPANY	5941	ACFX 76907	T	1985	01/01/94	12/31/98	
	1224 B. F. GOODRICH COMPANY	5941	ACFX 76908	T	1985	01/01/94	12/31/98	
	1406 OSMOSE WOOD PRESERVING, INC.	5941	ACFX 76915	T	1985	01/01/94	12/31/98	
	TOTAL							3
	TOTAL							272